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*ALSO ADMITTED IN GEORGIA

P000000/04649

November 2, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 NOV -6 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FL
EFFECTIVE DATE
11-02-00

Re: Nations Credit Auto Sales, Inc.

600003453256--8
-11/06/00--01092--007
*****122.50 *****78.75

To Whom It May Concern:

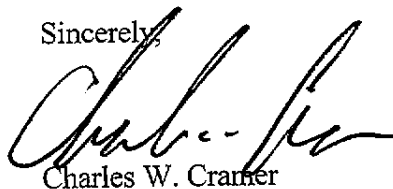
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,


Charles W. Cramer

CWC/ksw
Enclosures

cc: Nations Credit Auto Sales, Inc.

11-8

**ARTICLES OF INCORPORATION
OF
NATIONS CREDIT AUTO SALES, INC.**

FILED
00 NOV -6 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE
11-02-00

ARTICLE I: NAME

The name of this Corporation shall be Nations Credit Auto Sales, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1420 Edgewater Drive, Orlando, Florida 32804.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a one dollar (\$1.00) par value.

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1420 Edgewater Drive, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: INCORPORATOR


The name and address of the incorporator of this Corporation is:

Charles W. Cramer
1420 Edgewater Drive
Orlando, Florida 32804

ARTICLE VI: DATES OF EXISTENCE

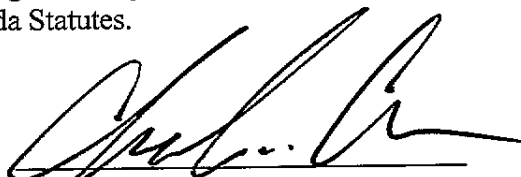
Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 2 day of November, 2000.



Charles W. Cramer
Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.



Charles W. Cramer
Registered Agent

Date: November 2, 2000 .

FILED
00 NOV -6 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA